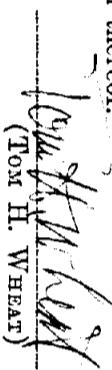


STATE OF NEW YORK,  
COUNTY OF NEW YORK, } ss.:


BE IT REMEMBERED that on this 29th day of July, 1959 before me the subscriber, personally appeared Tom H. WHEAT, who being by me duly sworn on his oath, says that he is the Secretary of TRANSCONTINENTAL GAS PIPE LINE CORPORATION, the Grantor and Mortgagee named in the foregoing Instrument; that he well knows the corporate seal of said corporation; that the seal affixed to said Instrument is the corporate seal of said corporation; that the said seal was so affixed and the said Instrument signed and delivered by J. F. BURTON who was at the date thereof the Financial Vice-President of said corporation, in the presence of this deponent, and said Financial Vice-President, at the same time acknowledged that he signed, sealed and delivered the same as his voluntary act and deed, and as the voluntary act and deed of said corporation, by virtue of authority from its Board of Directors, and that deponent, at the same time, subscribed his name to said Instrument as an attesting witness to the execution thereof.

Sworn to and subscribed before me, a Notary Public in and for the County of New York, in the State of New York at The City of New York, in said County and State, this 29th day of July, 1959.

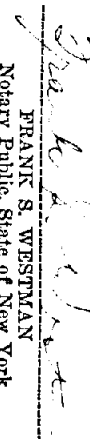
  
(Tom H. WHEAT)

STATE OF NEW YORK,  
COUNTY OF NEW YORK, } ss.:

BE IT REMEMBERED that on this 29th day of July, 1959 before me the subscriber, personally appeared C. F. RUGGS, who being by me duly sworn on his oath, says that he is an Assistant Secretary of THE CHASE MANHATTAN BANK, one of the Grantees and Mortgagees named in the foregoing Instrument; that he well knows the corporate seal of said corporation; that the seal affixed to said Instrument is the corporate seal of said corporation; that the said seal was so affixed and the said Instrument signed and delivered by J. BRAYSON ARND who was at the date thereof the Vice-President of said corporation, in the presence of this deponent, and said Vice-President, at the same time acknowledged that he signed, sealed and delivered the same as his voluntary act and deed, and as the voluntary act and deed of said corporation, by virtue of authority from its Board of Directors, and that deponent, at the same time, subscribed his name to said Instrument as an attesting witness to the execution thereof.

  
(C. F. RUGGS)


Sworn to and subscribed before me, a Notary Public in and for the County of New York, in the State of New York, at The City of New York, in said County and State, this 29th day of July, 1959.

  
FRANK S. WESTMAN  
Notary Public, State of New York  
No. 41-4232250  
Qualified in Queens County  
Cert. filed in New York County  
Term expires March 30, 1961

**AFFIDAVIT**  
(New Jersey)

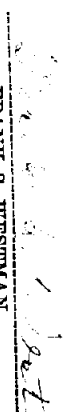
STATE OF NEW YORK,  
COUNTY OF NEW YORK, } ss.:

ARTHUR F. HENNING, of full age and J. BRAYSON ARND, of full age, being duly sworn according to law, on their respective oaths depose and say: that ARTHUR F. HENNING is one of the Mortgagees and Trustees and THE CHASE MANHATTAN BANK, a corporation duly organized and existing under the laws of the State of New York, is the other of the Mortgagees and Trustees named in the within Mortgage and Deed of Trust, designated "Eighth Supplemental Indenture", between TRANSCONTINENTAL GAS PIPE LINE CORPORATION, party of the first part and THE CHASE MANHATTAN BANK and ARTHUR F. HENNING, as Trustees, parties of the second part, dated July 15, 1959; that J. BRAYSON ARND is a Vice-President of THE CHASE MANHATTAN BANK and is duly authorized to make this affidavit on its behalf and is the duly authorized agent of THE CHASE MANHATTAN BANK for the purpose of making this affidavit on its behalf; that ARTHUR F. HENNING has accepted the aforesaid Mortgage and Deed of Trust as one of the Mortgagees and Trustees therein named and that J. BRAYSON ARND has accepted the aforesaid Mortgage and Deed of Trust on behalf of THE CHASE MANHATTAN BANK; that J. BRAYSON ARND is the agent of THE CHASE MANHATTAN BANK for the purpose of perfecting the aforesaid Mortgage and Deed of Trust and the lien thereof; and ARTHUR F. HENNING and J. BRAYSON ARND severally say that the aforesaid within Mortgage and Deed of Trust has been accepted in good faith and without intent of the Mortgagees and Trustees to hinder, defraud or delay creditors of the Mortgagee.

  
(ARTHUR F. HENNING)

  
(J. BRAYSON ARND)

Sworn to and subscribed before me, a Notary Public in and for the County of New York, in the State of New York, at The City of New York, in said County and State, this 29th day of July, 1959.

  
FRANK S. WESTMAN  
Notary Public, State of New York  
No. 41-4232250  
Qualified in Queens County  
Cert. filed in New York County  
Term expires March 30, 1961

*Recorded Aug. 24th 1959 at 11:40 a.m. # 4170*